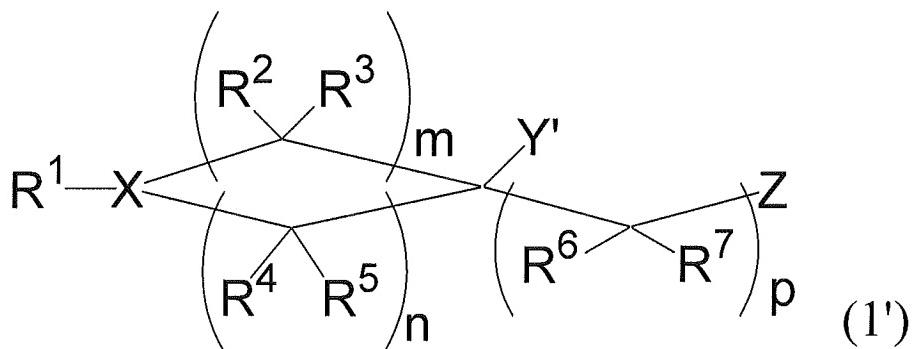


**AMENDMENTS TO THE CLAIMS**

1. - 2. (Canceled)

3. (Currently amended) A compound of the formula (1'):



wherein

m and n are 2 and p is an integer from 0 to 4;X is nitrogen atom or a group of the formula: C-R<sup>15</sup>,R<sup>15</sup> is hydrogen atom, a substituted or unsubstituted alkyl group, a substituted or unsubstituted aromatic group, or a group of the formula: -NR<sup>19</sup>R<sup>20</sup> wherein

R<sup>19</sup> and R<sup>20</sup> are each independently hydrogen atom; a substituted or unsubstituted lower alkyl group; a substituted or unsubstituted cycloalkyl group; a saturated heterocyclic group comprising 3 - 8 carbon atoms as ring components which includes one -NR<sup>21</sup>- , wherein R<sup>21</sup> is a hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group, or one oxygen atom and may optionally have one or more substituents on the carbon atoms of the saturated heterocyclic group; a substituted or unsubstituted lower alkoxy carbonyl group; a substituted or unsubstituted aromatic group, a substituted or unsubstituted aralkyl group; or a substituted or unsubstituted heteroarylalkyl group;

Y' is a substituted or unsubstituted aryl group ~~eyeloalkyl group~~; a substituted or unsubstituted aromatic group; or a group of the formula: -C(=O)R<sup>8a</sup> wherein R<sup>8a</sup> is a substituted or unsubstituted cycloalkyl group, or a substituted or unsubstituted aromatic group;

$R^1$  is hydrogen atom; a substituted or unsubstituted alkyl group; a substituted or unsubstituted alkenyl group; a substituted or unsubstituted alkynyl group, a substituted or unsubstituted cycloalkyl group; a saturated heterocyclic group comprising 3 - 8 carbon atoms as ring components which includes one  $-NR^{23}-$ , wherein  $R^{23}$  is a hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group, or one oxygen atom and may optionally have one or more substituents on the carbon atoms of the saturated heterocyclic group; a substituted or unsubstituted aromatic group; or a group of the formula:  $-C(=O)R^{14}$  wherein  $R^{14}$  is a substituted or unsubstituted alkyl group, a substituted or unsubstituted alkenyl group, a substituted or unsubstituted alkynyl group, a substituted or unsubstituted cycloalkyl group, or a substituted or unsubstituted aromatic group;

$R^2$ ,  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ , and  $R^7$  are the same or different and are selected from the group consisted of hydrogen atom, hydroxyl group, a substituted or unsubstituted alkyl group, a substituted or unsubstituted alkoxy group, a substituted or unsubstituted alkoxy carbonyl group, a substituted or unsubstituted aralkyl group, a substituted or unsubstituted heteroarylalkyl group, a substituted or unsubstituted aralkyloxy group, or a substituted or unsubstituted heteroarylalkyloxy group; and each thereof is independently selected from the aforementioned group; alternatively

one or plural combinations of  $R^2$  and  $R^3$ ,  $R^4$  and  $R^5$ , and  $R^6$  and  $R^7$  may combine to form oxo group; alternatively

any two of the carbon atoms substituted with  $R^2$  and  $R^3$ , or  $R^4$  and  $R^5$  may combine to form double bond when the two carbons are located adjacently; and

$Z$  is a substituted or unsubstituted carbamoyl group, or a group of the formula:  $NR^9R^{10}$  wherein

$R^9$  and  $R^{10}$  are each independently hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted cycloalkyl group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aromatic group, a substituted or

~~unsubstituted acyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group; or alternatively~~

~~R<sup>9</sup> and R<sup>10</sup> may combine together with the nitrogen atom bound with R<sup>9</sup> and R<sup>10</sup> to form a saturated cyclic amino group comprising 3 - 8 carbon atoms as ring components, which may further include one NR<sup>11</sup>, wherein R<sup>11</sup> is a hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxycarbonyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group, or one oxygen atom as a ring component and may optionally have one or more substituents on the carbon atoms of the saturated cyclic amino group~~  
hydrogen atom, hydroxyl group, carboxy group, cyano group, phthalimide group, halogen atom, a substituted or unsubstituted alkyl group, a substituted or unsubstituted alkenyl group, a substituted or unsubstituted alkynyl group, a substituted or unsubstituted cycloalkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxycarbonyl group, a substituted or unsubstituted carbamoyl group, a substituted or unsubstituted benzyloxycarbonyl group, a substituted or unsubstituted aralkyloxy group, a substituted or unsubstituted heteroarylalkyloxy group, a substituted or unsubstituted aryloxy group, a substituted or unsubstituted heteroaryloxy group, a substituted or unsubstituted lower alkoxy group, a substituted or unsubstituted lower alkanoyloxy group, a substituted or unsubstituted lower alkylthio group, a substituted or unsubstituted lower alkylsulfinyl group, a substituted or unsubstituted lower alkylsulfonyl group, a substituted or unsubstituted benzenesulfonyloxy group, a substituted or unsubstituted lower alkoxy carbonylamino group, or a group of the formula: -NR<sup>9</sup>R<sup>10</sup> wherein

~~R<sup>9</sup> and R<sup>10</sup> are each independently hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted cycloalkyl group, a substituted or unsubstituted lower alkoxycarbonyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted acyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group; or alternatively~~

~~R<sup>9</sup> and R<sup>10</sup> may combine together with the nitrogen atom bound with R<sup>9</sup> and R<sup>10</sup> to form a saturated cyclic amino group comprising 3 - 8 carbon atoms as ring components, which may~~

further include one -NR<sup>11</sup>- wherein R<sup>11</sup> is hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group, or one oxygen atom as a ring component and may optionally have one or more substituents on the carbon atoms of the saturated cyclic amino group; provided that Z is not cyano group when both Y' and R<sup>1</sup> are unsubstituted phenyl group; or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

4. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 3, wherein

X is a group of the formula: C-R<sup>15</sup>, ~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

5. (Canceled).

6. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 5, wherein R<sup>1</sup> is a substituted or unsubstituted aromatic group; ~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

7. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 6, wherein Y' is a substituted or unsubstituted phenyl group, ~~or a substituted or unsubstituted pyridyl group;~~  
~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

8. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 7, wherein

R<sup>1</sup> is phenyl group, pyridyl group, pyrimidinyl group, benzoxazolyl group, or benzothiazolyl group, which may be optionally substituted with one or more substituents; ~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

9. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 8, wherein

$R^1$  is a substituted phenyl group or a substituted pyridyl group, wherein the substituents on the phenyl group or pyridyl group are the same or different and are selected from one or more of hydroxyl group or a lower alkoxy group;  
~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

10. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 3, wherein

$X$  is the formula:  $C-R^{15}$ , and

$R^{15}$  is a group of the formula:  $-NR^{19}R^{20}$ ;  
~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

11. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 10, wherein in the formula:

$-NR^{19}R^{20}$

$R^{19}$  is hydrogen atom, and

$R^{20}$  is a substituted or unsubstituted aromatic group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group  
~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

12. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 10, wherein

$R^{15}$  is a group of the formula:  $-NR^{19}R^{20}$ ,

$R^{19}$  is hydrogen atom,

$R^{20}$  is a substituted or unsubstituted aromatic group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group, and

the configuration between  $R^{15}$  and  $Y'$  is trans,

~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

13. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 12, wherein R<sup>20</sup> is a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group,  
~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

14. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 12, wherein R<sup>20</sup> is a substituted benzyl group wherein the substituent is sulfamoyl group,  
~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

15. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 10, wherein

R<sup>15</sup> is a group of the formula: -NR<sup>19</sup>R<sup>20</sup>;

R<sup>19</sup> is hydrogen atom;

R<sup>20</sup> is a saturated heterocyclic group comprising 3 - 8 carbon atoms as ring components which includes one -NR<sup>21</sup>- , wherein R<sup>21</sup> is a hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group, or one oxygen atom and may optionally have one or more substituents on the carbon atoms of the saturated heterocyclic group; and

the configuration between R<sup>15</sup> and Y' is trans;

~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

16. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 10, wherein

R<sup>15</sup> is a group of the formula: -NR<sup>19</sup>R<sup>20</sup> wherein the configuration between R<sup>15</sup> and Y' is cis;

~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

17. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 9, wherein  
every R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, and R<sup>7</sup> is a hydrogen atom, or alternatively  
one or plural combinations of R<sup>2</sup> and R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup>, and R<sup>6</sup> and R<sup>7</sup> combine to form an  
oxo group; and the others are all hydrogen atom;  
~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

18. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 17, wherein  
every R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> is a hydrogen atom, and  
R<sup>6</sup> and R<sup>7</sup> combine to form an oxo group, or both R<sup>6</sup> and R<sup>7</sup> are hydrogen atom;  
~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

19. (Canceled)

20. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof according to claim 3, wherein  
Y' is a substituted phenyl group wherein the substituents on the phenyl group are the  
same or different and are selected from one or more of hydroxyl group or a lower alkoxy group;  
~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

21. - 23. (Canceled)

24. (Currently amended) A pharmaceutical composition comprising as an active ingredient  
~~the compounds~~ compound or prodrug or pharmaceutically acceptable salt thereof set forth in  
claim 3, ~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

25. - 26. (Canceled)

27. (Currently amended) A method for treating hyperlipidemia or arteriosclerosis comprising administering to a patient in need of the treatment a therapeutically effective dose of the compound or prodrug or pharmaceutically acceptable salt thereof set forth in claim 3, ~~or a prodrug thereof, or a pharmaceutically acceptable salt thereof.~~

28. (Canceled)

29. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof of claim 3, wherein Z is a substituted or unsubstituted carbamoyl group.

30. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof of claim 29, wherein Y' is an alkoxyphenyl group.

31. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof of claim 29, wherein Y' is an alkoxyphenyl group and X is C-R<sup>15</sup> arranged in trans with Y'.

32. (Currently amended) The compound or prodrug or pharmaceutically acceptable salt thereof of claim 3 that is cis-4-[(biphenyl-4-ylmethyl)amino]-1-(3-methoxyphenyl)cyclohexanecarboxamide.

33. (Currently amended) A method for enhancing low density lipoprotein receptor expression in a cell comprising contacting said cell with a compound or prodrug or pharmaceutically acceptable salt thereof according to claim 3.

34. (previously presented) A method for enhancing low density lipoprotein receptor expression in a patient comprising administering to said patient a pharmaceutical composition according to claim 24.

35. (previously presented) The pharmaceutical composition of claim 24 that comprises 0.1 to 1000 mg of the compound.